

Constitution of Body Corporate Chairs' Group Incorporated

Approved at a general meeting of the Society by its members on 13/ 11 /2025

1 Name and Registered Office

- 1.1 **Name** The name of the Society shall be Body Corporate Chairs' Group Incorporated.
- 1.2 **Registered office** The registered office of the Society shall be Callagher & Co, 6 Arawa Street, Grafton, Auckland, 1023, New Zealand, or such other place as the Committee shall nominate from time to time.

2 Charitable Status

- 2.1 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3 Definitions and Interpretation

- 3.1 **Definitions** In this Constitution, unless the context otherwise requires:

"**Act**" means the Incorporated Societies Act 2022 and any subsequent amendments thereof.

"**Bank**" means a registered bank as defined in the Banking (Prudential Supervision) Act 1989.

"**Bodies Corporate**" or "**Body Corporate(s)**" means bodies corporate established under the Unit Titles Act 2010.

"**Committee**" means the committee members from time to time elected to manage the affairs of the Society pursuant to this Constitution otherwise known as the National Executive.

"**Constitution**" means this Constitution as amended or added to, including any schedules to this Constitution.

"**Default Interest Rate**" means 15% per annum calculated at a daily rate during the continuance of the default.

"**Expense Year**" means each 12-month period commencing on 1 July and ending on 30 June, or such other 12-month period as the Committee from time to time sets.

"**Incorporated Societies Regulations**" means any regulations promulgated in accordance with section 254 of the Act.

"**Interested Member**" means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.

"**Interests Register**" means the register of interests of Officers kept under this Constitution as required by section 73 of the Act.

"**Matter**" means the Society's performance of its activities or exercise of its powers or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be into, by the Society.

"Member" means each person who shall from time to time be a member of the Society, pursuant to clause 6.

"Member's Subscription" means the membership fee that each Member is liable to pay the Society each year as determined by the Committee.

"Officer" means a natural person who is a member of the Committee or occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society.

"Registrar" means the person holding office from time to time as Registrar of Incorporated Societies in terms of the Act.

"Society" means the Body Corporate Chairs' Group Incorporated Society or any successor or replacement entity.

"Special Resolution" means a resolution of the Society in general meeting passed by a majority of not less than 75% of such Members present in person or by proxy and entitled to vote.

"Working Day" means any day of the week, which shall be deemed to commence at 9.00am and to terminate at 5.00pm, other than:

- (a) Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Matariki and Labour Day; and
- (b) A day in the period commencing on the 23rd day of December in any year and ending on the 5th day of January in the following year, both days inclusive.

3.2 **Interpretation** In this Constitution, unless the context otherwise requires:

- (a) Words denoting the singular shall include the plural and vice versa;
- (b) One gender includes the other genders;
- (c) Words denoting persons shall include any individual, company, corporation, firm, partnership, joint venture, association, organisation, trust, state, agency of the state, municipal authority, government or any statutory body in each case whether or not having separate legal identity;
- (d) Any covenant or agreement on the part of two or more persons shall bind those persons jointly and severally;
- (e) Reference to anything of a particular nature following upon a general statement shall not in any way derogate from, or limit the application of the general statement, unless the particular context requires such derogation or limitation;
- (f) Any reference to "month" or "monthly" shall mean, respectively, calendar month or calendar monthly;
- (g) References to rules are references to rules of this Constitution;
- (h) The table of contents, section headings and clause headings have been inserted for convenience and as a quick guide to the provisions of this Constitution and shall not form part of this Constitution or affect its interpretation in any way;

- (i) Reference to any statute, regulation, ordinance or bylaw shall be deemed to extend to all statutes, regulations, ordinances or bylaws amending, consolidating or replacing the same;
- (j) References to a clause are references to clauses in this Constitution;
- (k) References to any documents (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form;
- (l) References to “writing” shall be construed as including references to words printed, typewritten, or any words transmitted by facsimile transmission or by email or other electronic form, or otherwise reproduced; and
- (m) Any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done.

4 **Purposes**

4.1 **Purposes** The Society is formed to promote the following purposes for the benefit of Members:

- (a) To provide education, training, and resources for bodies corporate;
- (b) To provide a communication and networking channel for bodies corporate;
- (c) To advocate for our Members at local and national levels; and
- (d) To become the key voice for multi-unit developments.

4.2 **No Financial Gain** The Society does not have any of the following as a purpose:

- (a) The financial gain of Members, and no Member shall be entitled to receive any dividend out of any levy, fee, donation or other income or funds of the Society; or
- (b) The carrying on of trading activities; or
- (c) The carrying on of business for profit.

5 **Members May Contract**

5.1 **Ability to Contract** A Member may enter into any agreement or understanding with the Society for the supply of any goods or services for such consideration and on such other terms and conditions as would be reasonable if that person were not a Member.

6 Membership of Society

- 6.1 **Minimum Number of Members** The Society shall maintain the minimum number of Members required by the Act.
- 6.2 **Membership** is open to any Body Corporate in New Zealand and related organisations, in line with the purpose of the Society. Each member is encouraged to send a representative to each meeting to represent them (e.g. the relevant Body Corporate chairperson). There are four categories of Member:
- (a) **Bodies Corporate** that are unit title developments under the Unit Titles Act 2010 and other entities that principally have a multi-unit residential component (e.g. residents' associations, incorporated societies, cross lease organisations and residential companies). These Members shall have the obligation to pay the Member's Subscription. One representative of each of these Members will be entitled to vote at annual or special general meetings of the Society;
 - (b) **Associate** members being any other organisation or individual having an interest in Body Corporate matters, and that have paid the Member's Subscription. Associate members will have no vote at annual or special general meetings of the Society. There are two sub-categories of Associate members:
 - (i) **Associate Organisational Members** include body corporate management companies or any other organisation that may have a commercial interest in the sector; and
 - (ii) **Associate Individual Members** are individuals who have an interest in the sector but who have no commercial ties (through their occupation or other interests) with bodies corporate (e.g. suppliers of products or services to bodies corporate);
 - (c) **Life Members**, which is any individual who has been appointed by the Committee on the recommendation of the Members, for outstanding services to the Society. A Life Member will have all the rights and privileges as an Associate member, but will be exempt from the requirement to pay the Member's Subscription.
- 6.3 Applications for new membership of the Society must be approved by the Committee, which must give their written consent prior to becoming a Member of the Society.
- 6.4 **Register of Members** The Society shall maintain an up-to-date register of Members recording:
- (a) **For each Body Corporate Member:** Body Corporate number, Body Corporate's physical address (including the building name if applicable), name of chairperson, phone number and email address for the chairperson, name of body corporate manager, body corporate manager's email address and phone number;
 - (b) **For each Associate Organisational Member:** name of associated company, name of representative, address, phone number, and email address (plus any additional email address of their designated administrator);

- (c) **For each Associate Individual Member:** name, address, phone number, and email address;
- (d) **For each Life Member:** name, address, phone number, and email address;
- (e) **Voting:** that Member's entitlement to vote at general meetings of the Society; and
- (f) **Any other information required by the Incorporated Societies Regulations.**

6.5 Members who utilise a body corporate management company must provide an additional email address for the administrative person within the management company. This applies to bodies corporate who have an administrative contact detail.

6.6 **Not Assignable** The rights, privileges and obligations of a Member are not assignable.

6.7 **Access to Information**

- (a) A Member may make a written request to the Society for the Society's Constitution, Rules, the Financial Reports presented to the last annual general meeting and the minutes of previous annual general meetings. Such information is to be provided by the Society without charge and within 10 Working Days from the time the written request is received.
- (b) A Member may make a written request to the Society for any other information held by the Society. Within 10 Working Days of receiving a written request for information the Society must respond to the Member and:
 - (i) Provide the information requested; or
 - (ii) Agree to provide the information requested within a specified period; or
 - (iii) Refuse to provide the information and specify the reasons for the refusal.
- (c) The Society may require the Member to pay a reasonable, specified and explained charge for the cost of providing the information requested in accordance with clause 6.7(b).
- (d) The Society may refuse a request for information in accordance with section 81 of the Act or clause 6.7(b)(iii) if releasing the information requested is likely to be commercially prejudicial to the Society or any other person, or would be likely to breach an individual's privacy.
- (e) For the avoidance of doubt, Members shall not be permitted to inspect the Register of Members.

7 **Obligations of Members**

7.1 **Member's Subscription**

- (a) Prior to or as soon as practicable following a resolution, by the Members or the Committee, passed in accordance with the Rules and after the commencement of each

Expense Year, the Society shall by written notice advise each Member of their **Member's Subscription** for that Expense Year.

- (b) Each Member shall pay in each Expense Year their Member's Subscription in advance. Payment shall be made by each Member in the manner set by the Society from time to time.

7.2 **Changes to Personal Information** As soon as reasonably practicable, the Society must be informed of any changes to the Member's contact information. Where there has been a change to the chairperson of a Body Corporate Member then name, phone number and email of the new chairman shall be provided as soon as reasonably practicable following their election.

7.3 **Disrepute** No Member may do anything that might bring the Society into disrepute or act in a way that goes against the stated purposes of the Society.

8 Breach of Obligations

8.1 **Consequences** Upon any breach of this Constitution by a Member ("**Defaulting Member**"):

- (a) If such default continues for seven days after notice is given by the Society to the Defaulting Member to remedy the default, the Society may do anything, including terminating that Member's membership with immediate effect.
- (b) All money paid and expenses incurred by the Society (including any legal costs of the Society) in remedying, or attempting to remedy, any breach by a Defaulting Member of this Constitution, or incurred in the exercise, or attempted exercise, or enforcement or attempted enforcement of any power, right or remedy of the Society in respect of such breach, shall be a debt due from the Defaulting Member to the Society.
- (c) If any money payable by a Defaulting Member to the Society is in arrears and unpaid for seven days (whether or not formal demand for payment has been made and without any formal demand being necessary) such money shall be payable on demand and shall bear interest at the Default Interest Rate, computed on a daily basis from the due date until the date of payment in full.

THE SOCIETY

9 Obligations of the Society

9.1 **Register** The Society shall update its register of Members as soon as practicable following receipt of a notice of change of any personal information received from any Member.

9.2 **Insurance** The Society shall effect and maintain any insurance as it considers prudent and shall meet any costs of such insurance.

9.3 **Financial Reports** The Society shall ensure that financial statements of the Society are provided to Members within a reasonable time following their issue. The Society shall audit such financial statements if so required to do by a majority of Members voting at a meeting.

10 Limitations of the Society

- 10.1 **No Indebtedness** The Society shall not borrow any money other than short-term borrowing to cover any temporary shortfall in meeting the Society's obligations under this Constitution, except by Special Resolution.
- 10.2 **No Investments** The Society shall hold all funds with a bank registered under the Banking (Prudential Supervision) Act 1989 and shall not invest those funds other than by deposit with such a bank, except by Special Resolution.

OPERATION OF THE SOCIETY

11 Committee

- 11.1 **Officers** The Members elected to the Committee are the Officers of the Society as that term is defined in section 5 of the Act.
- 11.2 **Powers** The administration of the Society shall be vested in the Society in general meeting and shall be delegated to the Committee. The Committee may exercise any powers, authority and discretions of the Society as permitted by this Constitution and do on its behalf all such acts as they deem necessary or expedient. The powers, authority and discretions as exercised by the Committee are subject always to any limitation which may from time to time be imposed by the Society.
- 11.3 **Delegation of Powers to Subcommittee** The Committee may delegate any of its powers to subcommittees (or "Branches") consisting of such member or members of their body as they think fit. Any subcommittee or branch so formed shall in the exercise of the powers so delegated conform to directions of the Committee.
- 11.4 **Bank Accounts** The Society shall establish a bank account (and any drawings on that account) shall be made only under the signature of the chairperson/president and one other member of the Committee.
- 11.5 **Documents** All documents and written announcements requiring execution on behalf of the Society must be signed by the chairperson/president.
- 11.6 **Composition** The Committee shall comprise the following persons:
- (a) Elected Officers as the president, the secretary, and the treasurer;
 - (b) At least four elected general members;
 - (c) The chairperson of any branch formed pursuant to clause 11.3;
 - (d) The immediate past president;
 - (e) Up to two additional co-opted Members to undertake specific duties. Such co-opted Members can be appointed by the Committee to any position as required to assist in the operation of the Society; and

- (f) The vice president shall be appointed by the Committee from members of the Committee at its first meeting after the most recent annual general meeting.

11.7 Elections for the Committee will be held annually at the annual general meeting of the Society.

11.8 Any Associate Member elected to the Committee will be entitled to full voting privileges.

11.9 Co-opted Members to the Committee shall not have associated voting rights.

11.10 **Committee Members**

- (a) All Committee members must be a natural person who has:
 - (i) Consented in writing to being an Officer of the Society; and
 - (ii) Certified that they are not disqualified from being elected or appointed or from holding office as an Officer of the Society.
- (b) A person is disqualified under section 47(3) of the Act from being an Officer of the Society if they are:
 - (i) Under 16 years of age;
 - (ii) An undischarged bankrupt;
 - (iii) A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, Financial Markets Conduct Act 2013 or the Takeovers Act 1993;
 - (iv) A person who is disqualified from being an officer of a charitable entity under the Charities Act 2005;
 - (v) A person who has been convicted (either in New Zealand or overseas) of any offence involving fraud, dishonesty, money-laundering or financing of terrorism;
 - (vi) A person who is subject to any of the following orders (or their overseas equivalent):
 - (I) Order banning that person from being a Society Officer;
 - (II) Order prohibiting that person to act as a creditor, lessor, transferee or buy-back promoter under the Credit Contracts and Consumer Finance Act 2003;
 - (III) Forfeiture order under Criminal Proceeds (Recovery) Act 2009; or
 - (IV) Property order made under the Protection of Personal and Property Rights Act 1988 (or whose property is managed by a trustee corporation under section 32 of the same act).
- (c) A Committee member shall hold elected position until the earliest of:

- (i) The next annual general meeting following election (when the Committee member shall be eligible for re-election);
 - (ii) The date written resignation from the position is received by the Society;
 - (iii) The date from which the Committee member meets one of the disqualification criteria set out in clause 11.11(b) above;
 - (iv) The date of removal from such position by the Society in general meeting on the grounds set out in clause 11.16; or
 - (v) The date of cessation of membership.
- (d) In the event of a casual vacancy in any position on the Committee (whether caused by death, cessation of membership from the Society or some other means) the remaining Committee members may appoint another Member to fill the vacancy until the position is filled by the Society in general meeting;
- (e) Notwithstanding any other clause in this Constitution, the maximum number of committee representatives per Body Corporate Member or Associate Organisational Member is one.
- 11.11 Conduct of Meetings** The Committee may meet together, adjourn or otherwise regulate its meeting and procedures for conducting its business as it thinks fit. A majority of the members of the Committee from time to time shall form a quorum for a Committee meeting. No business of the Committee shall be conducted at any time when less than a quorum is present at the same time and place. The Committee may meet at any time and the secretary shall upon the request of the chairperson or not less than 50% of Committee members, convene a meeting of the Committee.
- 11.12 Voting** Resolutions of the Committee shall be passed by majority and the chairperson shall hold the casting vote (if required). Notwithstanding any contrary provision in this Constitution a resolution in writing signed by such of the Committee members as would constitute a quorum at a Committee meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.
- 11.13 Interested Committee Members Excluded from Voting** Unless all other Committee members consent, a Committee member who is interested in a particular Matter relating to the Society ("**Interested Committee Member**") may not cast a vote or sign any document relating to the entry into a transaction in respect of that particular Matter. The Interested Committee member(s) may take part in the Committee's discussion of the Matter and be present at the time of the Committee's decision, unless the Committee (by the majority of the remaining Committee members) decides to exclude the Interested Committee Member(s). If 50% or more of the Committee members are prevented from voting on the Matter, a special general meeting must be called in accordance with clause 12.3 to allow Members of the Society to consider and determine the Matter.
- 11.14 Validity of Committee's Actions** All acts properly done by any meeting of the Committee or by any person acting as a Committee member notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Committee member or that they were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee member.

- 11.15 **Committee Minutes and Records** The Committee shall cause proper minutes to be kept of the proceedings of any meetings of the Society and of the Committee. All business transacted at such meetings signed by the chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.
- 11.16 **Removal of an Officer** An Officer shall be removed as an Officer by resolution of the Committee or Society where in the opinion of the Committee or Society:
- (a) The Officer elected to the Committee has been absent from 3 Committee meetings without a leave of absence from the Committee;
 - (b) The Officer has brought the Society into disrepute;
 - (c) The Officer has failed to disclose a conflict of interest; or
 - (d) The Committee passes a vote of no confidence in the Officer.
- 11.17 **Interests Register** The Committee shall at all times maintain an up-to-date register of the interests disclosed by Committee members.

12 General Meetings

- 12.1 **Annual General Meeting** In addition to any other meetings in that year the Society shall hold an annual general meeting each year. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next, and no later than 6 months after the Society's balance date. The Committee will determine the time and place of each year's annual general meeting.
- 12.2 **Information That Must be Presented at an Annual General Meeting** The chairperson shall be responsible for presenting at a general meeting the annual report on the operations and affairs of the Society during the most recently completed accounting period, financial statements, disclosure of interests made by Committee members/Officers (including a brief summary of the Matters, or types of Matters, to which the disclosures relate) and minutes from the last annual general meeting.
- 12.3 **Special General Meetings** A general meeting other than an annual general meeting may be requested by the Committee or by written requisitions signed by not less than 25% of current Members. The secretary shall call a special general meeting within 14 days of receiving an effective request.
- 12.4 **Powers of the Society General Meeting** The Society in general meeting may, by resolution, exercise all powers, authorities and discretions of the Society notwithstanding that any such power, authority and discretion may have been delegated to the Committee by or pursuant to this Constitution.
- 12.5 **Written Resolution in Lieu of General Meeting** Notwithstanding any contrary provision in this Constitution a resolution in writing signed by 75% of the Members entitled to vote in person, by proxy or by postal vote at general meetings shall be as valid and effectual as if it had been passed at a general meeting of the Society duly convened and constituted.

12.6 **Quorum** No business shall be transacted at any general meeting of the Society unless the quorum is present when a meeting proceeds to business. Quorums shall be not less than 15% of the Members eligible to vote at general meetings, present in person or by proxy, or present and participating in the meeting by means of audio, audio and visual, or electronic communication, or by those who have cast postal votes.

12.7 **Notice of General Meeting**

- (a) A written notice of general meeting of the Society shall be sent by post or by email to every Member not less than 10 Working Days before the date of such meeting. Such notice shall specify the date, time and venue of such meeting. Such notice shall specify all business and all notices of motions to be considered at such meeting. No business or notice of motion which is not specified shall be discussed or transacted at such meeting; and
- (b) If postal voting is permitted the notice of the meeting must state the name of the person authorised by the Committee to receive and count postal votes at that meeting. If no person has been authorised to receive and count postal votes at that meeting, or if the Committee has been named as so being authorised, every member of the Committee is deemed to be so authorised.

12.8 **Electronic Voting** Subject to complying with any obligations under the Act, the Committee may conduct a vote of Members by means of electronic voting in such a manner as may be approved by the Committee.

12.9 **Failure to Give Notice** The accidental omission to give notice or the non-receipt of such notice by any Member shall not invalidate the proceedings at any such meeting.

12.10 **The Chairperson** The chairperson at any general meeting shall be:

- (a) The chairperson of the Society; or
- (b) If the chairperson is unavailable or unwilling then those Committee members who are present may choose one of their number to chair the meeting.

12.11 **Minutes of Meeting** Minutes are to be taken at all general meetings of the Society and a draft copy of these minutes is to be circulated to all members within 28 days of each meeting.

12.12 **Adjournment**

- (a) If a quorum is not present within half an hour from the time appointment for the holding of a general meeting **convened on requisition of Members**, the meeting shall be dissolved.
- (b) If a quorum is not present within half an hour from the time appointed for the holding of an annual general meeting or a general meeting **requested by the Committee**, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee shall determine (such date not to be later than 14 days from the date of the adjourned meeting). If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall constitute a quorum.

- 12.13 **Adjourned Meetings** No business other than that business which might have been transacted at the meeting from which the adjournment took place shall be transacted at any adjourned meeting. Members shall not be entitled to receive any notice in respect of adjourned meetings.

13 **Voting**

- 13.1 **One Member - One Vote** Each Member (but not Associate Members) of the Society (not at that time being in breach of the Constitution) shall be entitled to one vote, which may be exercised either in person, or by proxy, or by postal vote.

- 13.2 **Representatives** Any Body Corporate or organisation which is a Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers of the Body Corporate or organisation which that person represents as that Body Corporate or organisation could exercise if it were an individual Member, and references in this Constitution to a Member being present in person shall mean and include a representative appointed pursuant to this clause, and such person may also stand for election to the Committee.

- 13.3 **No Vote If Fees Unpaid** Unless all annual levies and additional fees presently payable by the Member to the Society have been paid in full the Member shall not be entitled to vote at any general meeting of the Society, whether in his own right or as a proxy for another person. The payment of any levies and other amounts that are from time to time payable to the Society that are disputed by the Member does not affect the right of that Member to dispute the payment if the sole purpose of making the payment was to exercise that Member's entitlement to vote.

- 13.4 **Voting at Meetings** At any general meeting:

- (a) A motion may be put to the vote by the chairperson or by any Member present at the meeting and entitled to vote.
- (b) Motions put to the vote shall be decided on voices, a show of hands, by proxy or by postal vote unless a poll is demanded on or before declaration of the result by:
 - (i) The chairperson of the meeting; or
 - (ii) At least 50% of the Members present in person or by proxy.
- (c) In the case of a motion put to the vote of the meeting by voices, a show of hands, by proxy or by postal vote, a declaration by the chairperson that such motion has been carried or lost or an entry to that effect in the Society's minute book, shall be conclusive evidence of that fact without further proof of the number or proportion of votes recorded in favour of or against such motion.
- (d) Resolutions shall be passed by a majority of votes except where Special Resolution or the unanimous resolution of all Members is required by this Constitution.
- (e) In the case of a tie in votes the chairperson may exercise a casting vote.

- 13.5 **Postal Vote** A Member may exercise the right to vote at a meeting by casting a postal vote in accordance with the following provisions:

- (a) A Member may cast a postal vote on all or any of the Matters to be voted on at the meeting by sending a notice of how that Member has voted to a person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 48 hours before the start of the meeting.
- (b) It is the duty of a person authorised to receive and count postal votes at a meeting to collect together all postal votes received and to count the number of votes in favour and against each resolution to be voted on at the meeting, and present the results of the counts in a certificate to the chairperson of the meeting.
- (c) The chairperson must ensure the certificate of postal votes is annexed to the minutes of the meeting.
- (d) A postal vote may be cast using electronic means permitted by the Committee.

13.6 Form of Postal Vote The instrument containing the postal vote may be in the following form or in a common or usual form:

I _____ of _____
being a member of Body Corporate Chairs' Group Incorporated hereby vote at the [annual] general meeting of Body Corporate Chairs' Group Incorporated to be held on the _____ day of _____ and at any adjournment thereof in favour of/against the following resolutions:

Signed this _____ day of _____ 20____.

13.7 Instruments Appointing Proxies The instrument appointing a proxy shall be in writing under the hand of the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a organisation or Body Corporate either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

13.8 Form of Proxy The instrument appointing a proxy may be in the following form or in a common or usual form:

I _____ of _____
being a member of Body Corporate Chairs' Group Incorporated hereby appoint _____ of _____ or failing him or her _____ of _____ as my proxy to vote for me on my behalf at the [annual] general meeting of Body Corporate Chairs' Group Incorporated to be held on the _____ day of _____ and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the following resolutions:

Signed this _____ day of _____ 20____.

13.9 Notice of Proxy The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place within New Zealand as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named on

the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. If the instrument of proxy is not deposited within the timeframes specified, it shall be invalid.

- 13.10 **Validity of Proxy** A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation aforesaid has been received by the association at the registered office by the commencement of the meeting or adjourned meeting for which the instrument is issued.
- 13.11 **Objection to Proxy** No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at that meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
- 13.12 **Electronic voting** Subject to complying with any obligations under the Act, the Committee may provide for Members to vote at a meeting of Members (including any general meeting) by means of electronic voting in such manner as may be approved by the Committee.

14 Notices

- 14.1 **Notices to Members** A notice required or authorised to be served, delivered, given or sent to any Member will be deemed to have been sufficiently served, delivered or sent if:
- (a) Delivered personally to the Member; or
 - (b) Sent by ordinary post addressed to the Member at the address of the Member appearing in the register of Members; or
 - (c) Transmitted to the email address appearing in the register of Members.
- 14.2 **Notice to the Society** A notice required or authorised to be served, delivered, given or sent to the Society will be deemed to have been served, delivered, given or sent if:
- (a) Delivered to the registered office; or
 - (b) Sent by ordinary post addressed to the Society at the registered office; or
 - (c) Transmitted to the email address for the Society.
- 14.3 **Deemed receipt** A notice sent by post pursuant to this clause will be deemed to have been received by the addressee 4 days after time of posting.

15 General

15.1 **Dissolution** The Members may resolve to wind up the Society by passing a Special Resolution to wind up the Society.

15.2 **Distribution of Surplus Assets** For the purpose of section 26(1)(l) of the Act, following the payment of any outstanding debts or liabilities of the Society, the Society's surplus assets shall contemporaneously vest in a not-for-profit entity (as that term is defined in the Act) materially with similar purposes to the Society as voted by Special Resolution of the Members at the date of winding up. The Committee and the Members shall take all necessary steps to vest legal title to any surplus assets in such not-for-profit entity.

15.3 Alteration of Constitution

This Constitution shall not be varied, added to or rescinded except:

- (a) At an annual general meeting or a general meeting convened for that purpose and unless written notice of the proposed amendment, addition or rescission shall have been given to all Members in accordance with this Constitution;
- (b) By written resolution in lieu of an annual general meeting or general meeting approved or signed by 75% of owners who are entitled to vote;
- (c) Notwithstanding the above, minor or technical alterations may be made by the Committee pursuant to section 31 of the Act.
- (d) No clause, including this one, shall be amended, added to or rescinded except by Special Resolution.

15.4 Liability of Member

- (a) No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.
- (b) The Society shall indemnify each Member against any liability properly incurred by such Member in respect of the affairs of the Society to the extent of property owned by the Society.
- (c) No action in law or otherwise shall lie in favour of any Member against any other Member or the committee or any Committee member in respect of any act or omission pursuant to these Rules.
- (d) Nothing in this clause shall prevent an action in respect of any loss or expense arising from the wilful default of any person against whom such action is taken.

15.5 **Indemnity** Each Member shall indemnify and keep indemnified the Society from and against any action, claim, demand, loss, damage, cost, expense and liability which the Society may suffer or incur or for which the Society may become liable in respect of or arising from any breach of this Constitution by the Member.

16 Complaints and Dispute Resolution Procedures

Complaints

- 16.1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
- (a) States that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) Sets out any other information reasonably required by the Society.
- 16.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- (a) States that the Society is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - (b) Sets out the allegation to which the dispute relates.
- 16.3 The information given under 16.1(b) or 16.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Person who makes complaint has right to be heard

- 16.4 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 16.5 If the Society makes a complaint:
- (a) The Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) An Officer may exercise that right on behalf of the Society.
- 16.6 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
- (a) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) An oral hearing (if any) is held before the decision maker; and
 - (d) The Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

- 16.7 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the respondent):
- (a) Has engaged in misconduct; or
 - (b) Has breached, or is likely to breach, a duty under the Constitution or Rules or the Act; or
 - (c) Has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 16.8 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 16.9 If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 16.10 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- (a) The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) An oral hearing (if any) is held before the decision maker; and
 - (e) The respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

- 16.11 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

Society may decide not to proceed further with complaint

- 16.12 Despite clause 16.11, the Society may decide not to proceed further with a complaint if:
- (a) The complaint is trivial; or
 - (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) That a Member or an Officer has engaged in material misconduct:

- (ii) That a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Constitution or Rules or the Act:
- (iii) That a Member's rights or interests or Members' rights or interests generally have been materially damaged:
- (c) The complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) The person who makes the complaint has an insignificant interest in the matter; or
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) There has been an undue delay in making the complaint.

Good Faith Discussion:

- 16.13 In the event that any dispute arises between the parties in any way arising out of or in connection with this agreement the parties shall enter into discussions in good faith with a view to resolving the dispute as amicably as soon as possible. Either party may terminate these discussions at any time. Where such discussions are terminated, the dispute resolution procedures in clauses 16.6 – 16.20 of the Constitution will apply.

Society may refer complaint

- 16.14 If the complaint is not resolved by way of good faith discussions pursuant to clause 16.13 within 15 Working Days, the Society may refer a complaint:
- (a) To a subcommittee or an external person to investigate and report; or
 - (b) To a subcommittee, an external person or to arbitration pursuant to clause 16.18, to investigate and make a decision; or
 - (c) with the consent of all parties to the complaint, to mediation pursuant to clause 16.16.

Decision makers

- 16.15 A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
- (a) Impartial; or
 - (b) Able to consider the matter without a predetermined view.

Mediation

- 16.16 If any dispute or difference arises between the parties in any way arising out of or in connection with this agreement and such dispute has not been resolved within 15 Working Days of the commencement of discussions pursuant to clause 16.13, either party may give written notice of its intention to refer such dispute or difference to mediation.

- 16.17 If all parties to the complaint consent to mediate, the parties shall endeavor to agree on a mediator and shall submit the matter in dispute to the mediator. The mediator shall discuss the matter with the parties (separately or jointly in the discretion of the mediator) and endeavor to resolve it by their agreement. All discussions in the mediation shall be without prejudice and shall not be referred to in any later proceedings. The parties shall bear their own costs in the mediation and shall each pay half of the costs of the mediator.

Arbitration

- 16.18 Arbitration if:
- (a) The dispute has not been resolved by the discussions of the parties pursuant to clause 16.13; or
 - (b) The parties have agreed upon mediation but have been unable within 10 Working Days of such agreement to agree upon a mediator; or
 - (c) No agreement has been reached in mediation within 1 month of the service of the notice of mediation, or within such further time as the parties may agree.
- 16.19 The matter in dispute may be referred to arbitration upon the service of a notice of intention to commence arbitration which shall be governed by the Arbitration Act 1996.
- 16.20 The arbitration shall be by a single arbitrator. If the parties cannot agree upon an arbitrator within 10 Business Days of service of the notice of intention to commence arbitration either party may request the president of the Arbitrators Institute of New Zealand Inc. to appoint a sole arbitrator. Either party may request the appointment of an assessor to sit with the arbitrator but any such assessor shall have an advisory role only and shall not have the authority to make a binding decision. If the parties cannot agree upon an assessor in a reasonable time then the arbitrator may appoint an assessor.

17 Conflicts of Interest

- 17.1 An Officer or Member of a subcommittee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) To the Committee and or subcommittee; and
 - (b) In an Interests Register kept by the Committee
- 17.2 Disclosure must be made as soon as practicable after the Officer or Member of a subcommittee becomes aware that they are interested in the Matter.
- 17.3 An Officer or Member of a subcommittee who is an Interested Member regarding a Matter:
- (a) Must not vote or take part in the decision of the Committee and/or subcommittee relating to the Matter unless all Members of the Committee who are not interested in the Matter consent; and

- (b) Must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all Members of the Committee who are not interested in the Matter consent; but
 - (c) May take part in any discussion of the Committee and/or subcommittee relating to the Matter and be present at the time of the decision of the Committee and/or subcommittee (unless the Committee and/or subcommittee decides otherwise).
- 17.4 An Officer or Member of a subcommittee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 17.5 Where 50% or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a special general meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 17.6 Where 50% or more of the members of a subcommittee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

18 **Contact Person**

- 18.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 18.2 The Society's contact person must be:
- (a) At least 18 years of age; and
 - (b) Ordinarily resident in New Zealand.
- 18.3 A contact person can be appointed by the Committee or elected by the Members at a general meeting.
- 18.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a:
- (a) Physical address or an electronic address; and
 - (b) Phone number.
- 18.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.